

RECORDATION NO: 25803 FILED

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OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

August 26, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Equipment Master Lease Agreement Schedule No. 003, dated as of August 5, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202-4222

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha Nebraska 68179-1580

Mr. Vernon A. Williams  
August 26, 2005  
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A description of the railroad equipment covered by the enclosed document is:

120 Aluminum AutoFlood III rapid discharge rotary coupler Coal Hopper railcars: CMO 504000, CMO 504002 – CMO 504104, and CMO 504106 – CMO 504121.

A short summary of the document to appear in the index is:

Memorandum of Railroad Equipment Master Lease Agreement Schedule No. 003.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

AUG 26 '05

11-26 AM


**MEMORANDUM OF  
RAILROAD EQUIPMENT MASTER LEASE AGREEMENT  
SCHEDULE NO. 003**

SURFACE TRANSPORTATION BOARD

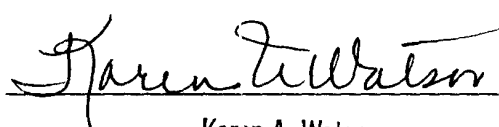
This **MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 5<sup>th</sup> day of August, 2005, is intended to evidence Schedule No. 003 dated August 5, 2005, to the Railroad Equipment Master Lease Agreement dated as of April 15, 1998 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY (f/k/a DJJ TRANSPORTATION SERVICES, INC.)**, a Delaware corporation (the "Lessor"), and **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the one hundred twenty (120) railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**LESSOR:****THE DAVID J. JOSEPH COMPANY**

By:   
Name: Everett N. Martin  
Title: Asst. Secretary  
Date: 8/24/2005

**LESSEE:****UNION PACIFIC RAILROAD COMPANY**

By:   
Name: Karen A. Watson  
Title: General Director-  
Mechanical Purchasing  
Date: 8/23/05

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 2005, by Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation.

Barbara A. Brzezicki  
Notary Public



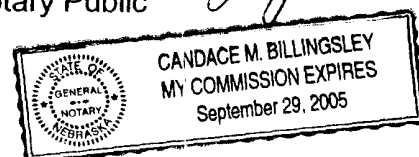
BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF Nebraska )  
 )  
COUNTY OF Douglas )

SS:

The foregoing instrument was acknowledged before me this 23 day of August, 2005, by Lauren Watson, the of Union Pacific Railroad Company, a Delaware corporation, on behalf of the corporation.

Candace M. Billingsley  
Notary Public



## **EXHIBIT A**

To the Memorandum of Lease, Schedule No. 003, dated August 5, 2005, between The David J. Joseph Company and Union Pacific Railroad Company.

### **DESCRIPTION OF UNITS**

One hundred twenty (120) railcars bearing reporting marks as follows:

CMO 504000  
CMO 504002 – 504104, inclusive  
CMO 504106 – 504121, inclusive